

# THE RENO INITIATIVE FOR SHELTER AND EQUALITY

A Nevada NonProfit Public Benefit Corporation

## BYLAWS 2014



*Founded in 2012*

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**BYLAWS OF  
THE RENO INITIATIVE FOR SHELTER AND EQUALITY**

A Nevada Non-Profit Public Benefit Corporation

**ARTICLE I  
NAME**

The name of this corporation shall be The Reno Initiative for Shelter and Equality (hereinafter referred to as RISE).

**ARTICLE II  
PURPOSES AND POWERS**

**2.1 Purpose and Objectives**

RISE is a non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006, or the corresponding section of any future Federal tax code.

The specific objectives and purposes of this corporation shall be:

- A. To promote Liberty, Equality, and Solidarity of all people by establishing and maintaining a nonprofit, nonpartisan resource center that provides opportunities for civic engagement, creative expression, and participatory learning.
- B. To conduct and support grassroots charitable projects that assist underserved populations in the Reno/Sparks community, including, but not limited to, cooking for and serving meals to the hungry, and distributing clothing, toiletries, and children's toys to low-income families.
- C. To help grow a climate of civic dialogue while educating the Reno/Sparks community on a variety of issues, including, but not limited to, income inequality, human rights, and environmental sustainability.
- D. To cultivate a sense of shared commitment, purpose, spirit, and empowerment within the community.
- E. To generate financial support of the general public and appropriate grant funding necessary to sustain ongoing projects and operations.
- F. To engage in other activities related to the corporation's specific objectives and purposes.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for charitable purposes. Additionally, we may offer fiscal sponsorship to qualified unincorporated groups that engage in activities aligning with our purpose and mission.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities that shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## **2.2 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to (1) do any and all lawful acts which may be necessary or convenient to affect the purposes for which the corporation is organized, (2) to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **ARTICLE III TAX EXEMPTION PROVISIONS**

### **3.1 Non-profit Legal Status**

RISE is a Nevada non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code of 2006, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). RISE is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006, or the corresponding section of any future Federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

### **3.2 Exempt Activities Limitation**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **3.3 Distribution of Assets Upon Dissolution**

Upon dissolution of the corporation, and after paying or adequately providing for the debts and obligations of the corporation, the balance of the RISE's assets shall be distributed only to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Code, and shall, in the opinion of the board, best benefit the general objects and purposes for which RISE was organized.

## **ARTICLE IV DIRECTORS**

### **4.1 Number of Directors**

RISE shall have up to nine but no fewer than five volunteer directors, and collectively they shall be known as the Board of Directors.

#### 4.2 Qualifications

In order to be eligible to serve as a director, the individual must be at least 18 years of age and currently living in, or a former resident of, the state of Nevada.

#### 4.3 Terms of Office

Each director shall serve on the board until he or she resigns or is removed or is otherwise disqualified to serve. Director appointments shall begin on a date determined together by the board and newly-elected director. The first directors on the board shall be those persons named in the Articles of Incorporation.

#### 4.4 Ex Officio Directors

- A. Top executives and staff positions to act as ex officio directors shall be determined by the board and named in these Bylaws. Any ex officio director that receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that person's compensation.
- B. By virtue of position, the following positions shall serve as directors: Executive Director

#### 4.5 Purpose and Powers

The board of directors is a governing body and shall be operated exclusively to ensure excellent management of RISE. By fostering a partnership in areas managed by the executive director, the board shall assist RISE staff only, not operate as, command, undermine, or represent it.

To cultivate a healthy corporation, major decisions must be discussed, debated, and decided with the input and recommendations of executives and staff who have been hired to manage the corporation. Neither the executive director nor critical staff positions shall be excluded from policy-making efforts.

All corporate powers shall be exercised by or managed under the authority of the board, except as otherwise provided by law.

#### 4.6 Roles and Responsibilities of Governance

Directors shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws. Additionally, it shall be the responsibility of the board to perform two primary functions of governance:

- A. Protect the Public's Interest. The board shall represent the public's interest in assuring that RISE serves the community effectively. Directors must (1) keep well-informed about the activities of the corporation, (2) communicate appropriate information to the public, and (3) make decisions that will guide the corporation beyond concern for the survival of the corporation, the reputation of directors, and the careers of employees.
- B. Enable the Corporation to Achieve Its Purpose. To actualize this function, the board shall perform both formal (governance) and informal (helping) responsibilities:
  - 1. Formal (Governance) Responsibilities
    - a. Handle organizational compliance areas such as Bylaws and policies, legal status and exempt limitations, and state and federal law as it applies to the corporation.

- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c. Delegate the management functions of RISE, including planning, organizing, staffing, directing, and controlling to the executive director.
- d. Develop and approve strategic plans, including major commitments.
- e. Assure the continuity of RISE, making emergency decisions when management cannot perform, and stepping in when crisis endangers the programs or existence of the corporation.
- f. Maintain the board as a healthy, well-organized governing body capable of helping the RISE achieve success and fulfill its purpose.

2. Informal (Helping) Responsibilities

- a. Help with activities managed by the executive director to increase the effectiveness of the corporation. Such areas include planning, fundraising, and community relations.
- b. Volunteer periodically for RISE's charitable activities to understand the needs of underserved populations.
- c. Participate periodically in ground-level projects normally delegated to staff, keeping a finger on the pulse of staff workload and project needs.
- d. Show support for the internal RISE community and cultivate a sense of shared commitment, purpose, spirit, and empowerment within the corporation.

#### 4.7 Board Expectations Agreement

Directors are required to sign the Board Expectations Agreement when elected, as well as any revised versions thereafter.

#### 4.8 Vacancies

Vacancies on the board of directors shall exist whenever the total number of board directors currently serving is less than the maximum number of directors permitted to serve.

- A. Resignation. Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effective date of the resignation. The acceptance of such resignation shall not be necessary to make it effective. No director may resign if RISE would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Nevada Secretary of State office or other appropriate agency of the state of Nevada.
- B. Removal. A director may be removed with or without cause by a two-thirds vote of the board, at any regularly scheduled or special meeting of the board of directors, whenever in its judgment the best interests of the corporation would be thereby served. Additionally, any director who is absent from three (3) successive board meetings or fails to participate in RISE functions or gatherings for six (6) months, which may be confirmed by ground-level staff or volunteers, shall be deemed to have resigned due to non-participation unless the board votes to retain that director as a member of the board.
- C. Filling a Vacancy. Vacancies on the board may be filled by a majority vote of the board of directors, or may remain vacant as the board shall determine. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.

#### 4.9 Meetings

- A. Regular Meetings. Meetings shall be held no less than once per quarter at the principal office of the corporation unless otherwise provided by the board, and at such date and time as shall be determined by the board. Notice shall be given to all directors no less than four (4) days prior to the meeting. The purpose of the meeting need not be specified.
- B. Special Meetings. The president or any two directors may call a special meeting of the board on 48 hours notice delivered by any method with the exception of mail.
- C. Alternative Means of Participation. Directors may attend a regular or special meeting through the use of video or telephone conferencing methods.
- D. Attendance. Each board member is expected to communicate with the president in advance of all board meetings stating whether or not she or he is able to attend or participate in person or by video or telephone conference. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him or herself from the board meeting attendance and in that case, the vice president shall excuse the president.
- E. Waiver of Notice. If meeting notice was not provided to the directors, whether purposeful or accidental, a waiver signed by the person or persons entitled to the notice must be filed with the corporate records.

#### 4.10 Manner of Action

- A. Chairperson. Meetings of the board of directors shall be chaired and presided over by the president of RISE, or in his or her absence, by a chairperson chosen by a majority of the directors present at the meeting.
- B. Secretary. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- C. Quorum. A quorum for the transaction of business shall consist of a majority of the directors then serving on the board but in no case less than three directors of the board. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.
- D. Voting Protocol. A secret ballot vote is required when filling director vacancies and holding elections, unless a voice vote is preferred and approved by a two-thirds vote of directors. In all other cases, voting is done by voice but may be done by secret ballot if one or more directors request it or when the question is of such a nature that some members might hesitate to vote their true sentiments publicly. Each director can hand his or her ballot to a person chosen by a majority of directors present at the meeting to open and read out loud.

The number of votes required for passage of any matter, whether it be a majority or a greater percentage required by another provision, is based on total votes cast not total directors present. Therefore any director who chooses to abstain from a vote will have no effect on the outcome of the vote.

The president is not permitted to vote both with the board and a second time as the tiebreaker. Therefore, the president may choose to either vote with the board or hold his or her vote and vote only in the event of a tie.



- E. Majority Action. Approval of matters must be passed with a majority of the votes cast at a meeting duly held at which a quorum is present, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
- F. Tied Non-Election Decisions. In non-election matters, votes must be retaken when the president has chosen to vote with the board and the vote results in a tie. In the case when the tie persists after the second vote, a coin toss is permitted if approved by a two-thirds vote. Otherwise, the motion fails to pass, or the board may divide into teams and wrestle a dragon. Separate tie-breaking procedures are permitted for the election of officers, and must be contained in these Bylaws.
- G. General Consent. At the discretion of the board, business may be greatly expedited when there is evidently no opposition. The formality of voting can be avoided by asking if there is any objection to the proposed action, and if there is none, announcing the result. The action thus taken is said to be done by general consent, or unanimous or silent consent. If at any time objection is made with reasonable promptness, the board ignores what has been done in that case, even if a result has been announced, and requires a formal vote.
- H. Informal Action. Any action required or permitted to be taken at a board meeting may be taken without a meeting, if a written consent authorizing the action is signed by a majority of the board, is filed with the board minutes, and does not supersede any specific provision for informal action contained in the Nevada Revised Statutes. If the vote of a different proportion of the directors is required for an action, then the different proportion of written consents is required. For purposes of this section a printed email transmission from an email address on record constitutes a valid writing. See Addendum A for the Sample Informal Action Consent Form.

#### **4.11 Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of RISE.

#### **4.12 Compensation**

Directors shall serve without compensation other than reasonable reimbursement for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings. However, provided the compensation structure complies with the corporation's conflict of interest and compensation approval policy, nothing in these Bylaws shall be construed to preclude any director from serving the organization in any other capacity and receiving compensation for services rendered. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in advance in accordance with the corporation's conflict of interest policy and state law.

#### **4.13 Non-Voting Friends of the Reno Initiative for Shelter and Equality**

The board of directors may select non-voting affiliates such as individuals, businesses, and other organizations to advise the board on matters of policy and practice, or support the mission of RISE. Though non-voting affiliates (known as "Friends of the Reno Initiative for Shelter and Equality") have no voting power, they should be experienced or possess expertise in one or more of the areas outlined in Article II, Section 2.1.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website.

## ARTICLE V COMMITTEES

### 5.1 Committees of Directors

The board of directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the board of directors in the governance of the corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the corporation.

### 5.2 Executive Committee

Between meetings of the board of directors, on-going oversight of the affairs of the corporation may be conducted by an executive committee, the membership of which shall include the officers of the board.

### 5.3 Other Committees and Task Forces

The board of directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the board of directors, and shall give advice and make non-binding recommendations to the board.

### 5.4 Meetings

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the board of directors.

## ARTICLE VI OFFICERS OF THE BOARD

### 6.1 Designation of Officers

The officers of the board shall be a president, a vice president, a secretary, and a treasurer, and other such officers with such titles as may be determined from time to time by the board of directors. The same person may hold any two or more offices, except for the office of the president.

### 6.2 Qualifications

In order to be eligible to serve as an officer, the individual must be at least 18 years of age and currently living in the state of Nevada.

### 6.3 Selection and Terms of Office

Any director, including directors nominating themselves, can submit nominations. Nominations must be submitted in writing or by email, or orally at the meeting during which an election takes place, and do not require a second to be considered. Nominations will close immediately before the agenda item for the election of that position. A nomination will only be valid if the candidate declares orally at the meeting, or in writing or by electronic mail prior to the meeting, that the candidate is willing to take office if elected. Any candidate may make a statement to the Board regarding their candidature.

To be elected, a candidate must receive a majority of affirmative votes from the directors voting in the election. Nominees currently serving as directors are allowed to vote for themselves. In the case where two candidates are tied, the vote is retaken. If the tie persists after the second vote, a coin toss is permitted if

approved by a two-thirds vote. Otherwise, a call for new and/or additional candidates is made, and the voting process restarts immediately or at a subsequent meeting determined by the directors.

In the case where there are three or more candidates and none have received a majority of affirmative votes, the vote is rerun with only the candidates receiving the two highest vote counts eligible. If this results in more than two candidates still being eligible because there was a tie, the vote is retaken between the tied candidates to secure first or second place. If the tie persists after the second vote, a coin toss is required to choose which candidate is to remain eligible instead.

In the case where there is a single candidate but that candidate does not receive enough affirmative votes, a call for new and/or additional candidates is made, and the voting process restarts immediately or at a subsequent meeting determined by the directors.

Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Each officer's term of office shall begin on a date determined together by the board and newly elected officer.

#### **6.4 Duties of President**

The office of the president shall serve as chair of the board and shall, subject to the oversight of the board of directors, protect the health of RISE and the board, supervise and support the activities of the officers, and uphold the corporation's purpose and vision. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors. The president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors.

#### **6.5 Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors.

#### **6.6 Duties of Secretary**

The office of the secretary shall serve as custodian of the corporation's governance records. He or she shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date, as well as all other corporate governance records required by the State of Nevada and these Bylaws. The secretary shall monitor the distribution and collection of internal forms, and keep an archive of minutes of all meetings and actions of directors and committees. Minutes must contain the time and place, whether regular or special, the names of those present, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### **6.7 Duties of Treasurer**

The office of the treasurer shall oversee the financial condition and affairs of the RISE and serve as

custodian of the corporation's financial and tax records. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

### **6.8 Other Officers**

The board of directors may designate additional officer positions of the corporation and assign duties to such offices.

### **6.9 Officer Expectations Agreement**

Officers are required to sign the Officer Expectations Agreement when voted into office, as well as any revised versions thereafter.

### **6.10 Vacancies**

Vacancies shall exist (1) on the death, resignation, disqualification, or removal of any officer, or (2) when new officer positions are designated.

- A. Resignation. Any officer may resign from office effective upon giving written notice to the board of directors, unless the notice specifies a later time for the effective date of the resignation. Unless otherwise specified in the notice, the officer will remain on the board as a non-officer director after resignation from office. The acceptance of such resignation shall not be necessary to make it effective. The above provisions shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the appointment of any officer of the corporation.
- B. Removal. An officer may be removed with or without cause by a two-thirds vote of the board, at any regularly scheduled or special meeting of the board of directors, whenever in its judgment the best interests of RISE would be thereby served. Additionally, any officer who is absent from three (3) successive board meetings or fails to participate in RISE functions or gatherings for six (6) months, which may be confirmed by ground-level staff or volunteers, shall be deemed to have resigned due to non-participation unless the board votes to retain the officer. At the board's discretion and depending on the cause for removal, the board may offer to retain the individual as a non-officer director.
- C. Filling a Vacancy. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall elect an officer to fill the vacancy. If the offices of both the president and vice president are vacant, the secretary shall appoint a president pro tempore to serve until a president is elected.

### **6.11 Compensation**

Officers shall serve without compensation other than reasonable reimbursement for expenses incurred in conjunction with carrying out office responsibilities, such as travel expenses to attend board meetings. However, provided the compensation structure complies with the corporation's conflict of interest and compensation approval policy, nothing in these Bylaws shall be construed to preclude any officer from

serving the organization in any other capacity and receiving compensation for services rendered. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in advance in accordance with the corporation's conflict of interest policy and state law.

## **ARTICLE VII FINANCIAL AND TAX MATTERS**

### **7.1 Fiscal Year**

The fiscal year of the corporation shall end on December 31 of each year.

### **7.2 Contracts and Other Documents**

The board of directors, except as otherwise provided in these Bylaws, may authorize the president, and any officer in the absence of the president, enter into contracts or to execute and deliver other documents and instruments on the corporation's behalf, and such authority may be general or confined to specific instances.

Unless authorized by the board, no officer, agent, or employee shall have any power or authority to bind RISE by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **7.3 Banking Practices**

Except as otherwise determined by the board, the following will constitute the banking practices of the corporation:

- A. Access. The president, executive director, and treasurer shall be granted access to the corporation's bank and credit accounts.
- B. Signature Authority. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer or secretary, and countersigned by the president, and executive director unless otherwise noted by the board of directors.
- C. Special Disbursements. Disbursements over a specific dollar amount established by the board shall be considered "special disbursements" and must be approved in advance by the board of directors.
- D. Deposits. All funds of the corporation shall be deposited as needed to the credit of the corporation in such credit unions, banks, trust companies, or other depositories as the board may select.
- E. Financial Institution. The board shall make every effort to bank with a local credit union or small bank, rather than a large national bank, provided that the banking options of the smaller financial institution are beneficial to the corporation.

### **7.4 Designated Funds**

The treasurer of the corporation shall isolate funds and manage separate accounts for any of the following conditions:

- A. A donation of temporarily or permanently restricted funds, where the donor has specified the use, rules, and requirements of the funds in a gift instrument, such as a foundation award letter or a personal letter. Definitions are as follows:

1. Temporarily Restricted Funds: Temporarily restricted funds have donor-imposed restrictions that can be fulfilled by (1) the passage of a defined period of time, or (2) by performing defined activities. These funds often come from a grant received to operate a specific program or project or from an individual contribution given with the intent of supporting a particular program or campaign.
2. Permanently Restricted Funds: Permanently restricted funds are restricted by the donor for a designated purpose or time restriction that will never expire. The principal balance of the contribution will remain as an investment forever, and the corporation will utilize the interest and investment returns, such as with an endowment.

B. An individual fundraising event for which gross receipts and expenditures exceed \$5,000.

### **7.5 Charitable Distributions**

The board of directors may approve charitable distributions to one or more organizations recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code if the receiving organization has similar objectives and purpose as RISE and is more capable of providing similar community services than the RISE is at that given time.

The board of directors shall conduct due diligence and maintain control of any funds contributed to any organizations and will comply with all applicable laws and guidelines, including requesting a final report from the organization outlining the amounts used and specific projects that received the funds. Contribution records must contain the corporation's board minutes, receipts, bank statements, and other relevant correspondence.

### **7.6 IRS Annual Information Returns (Form 990)**

Review and completion of the IRS annual information return (Form 990, Form 990-EZ, or Form 990-PF) and supplemental schedules shall be a shared responsibility of the executive committee, consisting of the officers of the corporation, which shall hold a Form 990 preliminary review meeting in January of each year. A paper or electronic copy of the corporation's completed Form 990 shall be forwarded to all board directors at least 10 days prior to its filing with the IRS.

## **ARTICLE VIII CORPORATE RECORDS**

### **8.1 Location of Records**

Except as may be otherwise required or permitted by resolution of the board, or as the business of the corporation may from time to time require, all of the books and records of the corporation shall be kept at its principal office in written form or in another form capable of conversion into written form within a reasonable time.

### **8.2 Governance Records**

The corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date, minutes of all meetings of directors and committees of the board, and a record of all informal actions taken by board of directors without a meeting. Minutes shall indicate the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

### 8.3 Tax and Financial Records

The corporation shall keep correct and complete books and records of account, including accounts of its properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses. In addition, the corporation shall keep the corporation's complete tax records as required by the Internal Revenue Service including Form 1023 and any supporting documents, all correspondence between the corporation and the IRS concerning Form 1023, tax exemption approval letter, annual information returns (Form 990, 990-EZ, or 990-PF) and any supplemental schedules. All sensitive information such as credit card numbers, social security numbers, and identifying information of contributors must be obscured with the exception of Schedule B of Form 990-PF.

### 8.4 Inspection Rights

The corporation's Articles of Incorporation, Bylaws, meeting minutes, and tax records shall be available during ordinary business hours for inspection by any member of the public. In addition, every director is entitled to inspect and copy, in person or by agent or attorney, during normal business hours, all books, records, and documents of every kind and to inspect the physical properties of RISE. Any director or other person who uses or attempts to use information, records or other data obtained from RISE for any purpose not related to his or her interest in the corporation as a director or member is guilty of a gross misdemeanor.

### 8.5 Donor Record Confidentiality

No donor's records shall be made available to any other person outside the corporation except the donor concerned, the donor's legal representatives, and authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

### 8.6 Document Retention and Destruction Policy

- A. Purpose. Records should not be kept if they are no longer needed for the operation of RISE or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.
- B. Exception for Litigation Relevant Documents. RISE expects all directors, officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or RISE informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
- C. Email. Email that needs to be saved should be either (1) printed in hard copy and kept in the appropriate file, or (2) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the category of the email.
- D. Document Destruction. The Document Retention and Destruction Policy identifies the record retention responsibilities of staff, volunteers, members of the board of directors, and outsiders for maintaining and documenting the storage and destruction of the organization's documents and records. The corporation's staff, volunteers, members of the board of directors, committee members and outsiders (independent contractors via agreements with them) are required to honor the following rules:

1. Paper or electronic documents indicated under the terms for retention in the following section will be transferred and maintained by the secretary;
2. All other documents will be destroyed after three years;
3. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation (check with legal counsel or the human resources department for any current or foreseen litigation if employees have not been notified); and
4. No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

E. Document Retention Schedule. See Addendum B for Document Retention Schedule.

## ARTICLE IX MISCELLANEOUS

### 9.1 Principal Office

The place in this state where the principal office of RISE is to be located is the City of Reno, Washoe County. The address of the principal office of RISE shall be designated by resolution of the board of directors.

### 9.2 Conflict of Interest and Compensation Approval Policy

The board of directors shall maintain, review, comply with, and distribute to directors, officers, and any person with board delegated powers within this corporation, a separate conflict of interest and compensation approval policy. The board shall distribute an annual agreement and disclosure form and conduct periodic reviews as required therein. See Addendum C for Conflict of Interest and Compensation Approval Policy.

### 9.3 Non-Discrimination Policy

RISE is committed to providing an inclusive and welcoming environment for all directors, officers, employees, volunteers, subcontractors, vendors, job applicants, and persons served by the corporation. No person shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination in any program or activity available at Reno Initiative for Shelter and Equality on the basis of race, color, sex, religion, creed, political belief, age, national origin, sexual orientation, gender identity, socio-economic status, veteran status, disability, or any other characteristic protected by law.

### 9.4 Intellectual Property

The corporation may own the copyright to its brochures, photos, and logos. RISE shall derive no revenue from these intellectual property rights, however, the board of directors may wish to publish any intellectual property using a Creative Commons license, which allows individuals to use the corporation's intellectual property free of charge, provided such users give credit to the corporation.

### 9.5 Indemnification

The corporation may, by resolution of the board of directors, provide for indemnification by this corporation of any and all of its directors or officers or any former director or officer, and may by resolution of the board of directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reasons of being a director, officer, or employee. However, there shall be no indemnification in



relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense and liable to the corporation for damages arising out of his or her own gross negligence in the performance of a duty to the corporation; act or fail to act in a knowing violation of law; appropriate any business opportunity of the corporation for personal gain; receive any improper personal benefit; and/or knowingly vote on an action without full disclosure of personal interest.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to: counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer or employee. However, such director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this provision.

The corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

The corporation may purchase and maintain insurance on behalf of any director, officer or employee against any liability arising out of his or her performance as a director, officer or employee or in any way connected with his or her being of having been a director, officer or employee of the corporation.

## **ARTICLE X WHISTLEBLOWER POLICY**

### **10.1 Purpose**

RISE requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of RISE to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all staff is necessary to achieving compliance with various laws and regulations.

### **10.2 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of RISE is in violation of law, a written complaint must be filed by that person with the president or secretary.

### **10.3 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of ethics. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **10.4 Retaliation**

Said person is protected from retaliation only if she or he brings the alleged unlawful activity, policy, or practice to the attention of RISE and provides RISE with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

RISE shall not retaliate against any director, officer, staff member or employee who in good faith, has made a protest or raised a complaint against some practice of RISE or of another individual or entity with whom RISE has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

RISE shall not retaliate against any director, officer, staff member or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of RISE that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **10.5 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **10.6 Handling of Reported Violations**

The board president or secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. The board and its appointed committee shall promptly investigate all reports, and appropriate corrective action shall be taken if warranted by the investigation.

### **10.7 Policy Availability and Acknowledgment**

The president shall ensure that this policy is given to and acknowledged by all directors, officers, staff members and employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE XI AMENDMENTS**

### **11.1 Amendments to Bylaws and Articles of Incorporation**

These Bylaws and the Articles of Incorporation may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided that:

- A. No amendment shall be made which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 2006, or the corresponding section of any future Federal tax code;
- B. All amendments to Bylaws be consistent with the Articles of Incorporation; and
- C. An amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a board meeting.

### **11.2 Construction and Terms**

Bylaws shall be reviewed annually by the board of directors. The board shall republish the Bylaws if amendments were made in the previous year.

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of RISE, the provisions of the Articles of Incorporation shall govern.

If any pertinent aspect of governance is not addressed in these Bylaws or the Articles of Incorporation, RISE shall refer to appropriate chapters of the Nevada Revised Statutes.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2006 as amended from time to time, or to corresponding provisions of any future federal tax code.

**11.3 Fairness**

No set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by these Bylaws, the Articles of Incorporation, and state or federal law, the issue will be decided upon on the basis of fairness, the good of the Reno Initiative for Shelter and Equality, and common sense.

### CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby adopt the foregoing Bylaws and subsequent addenda as the Bylaws of The Reno Initiative for Shelter and Equality.

Dated: Saturday, February 8, 2014

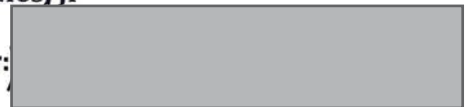
**Benjamin Castro**

**President:**



**Arthur Gies, Jr**

**Director:**



**Katie Colling**

**Vice President:**



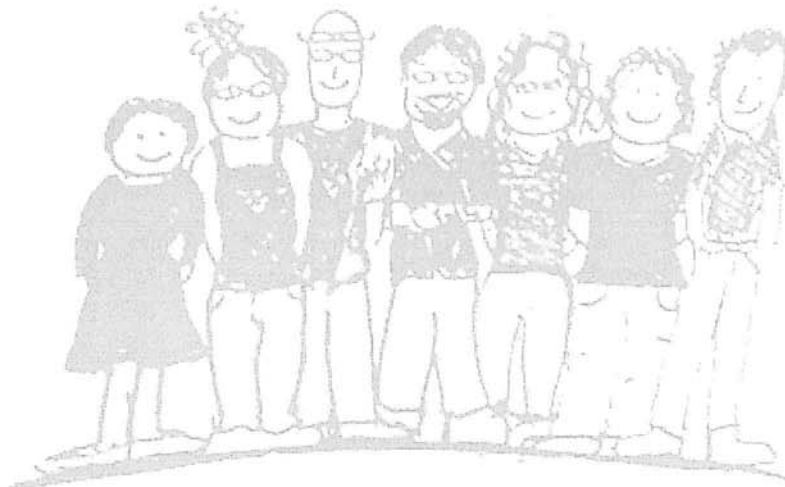
**Lauren Castro**

**Secretary:**



**Mark Pitchford**

**Treasurer:**



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**ADDENDUM A**  
**SAMPLE INFORMAL ACTION CONSENT FORM**

**ACTION BY BOARD OF DIRECTORS OF THE RENO INITIATIVE FOR  
SHELTER AND EQUALITY THROUGH MAJORITY CONSENT**

A Nonprofit Corporation Formed Under the Laws of the State of Nevada

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The undersigned, being a majority of the directors of the Reno Initiative for Shelter and Equality, a corporation formed under the laws of the State of Nevada, do hereby agree and consent, in lieu of notice and meeting, to take the following action:

Jester Castro, is hereby authorized to enter into the attached equipment lease contract with XYZ Leasing, Inc. for the price of \$1000 per month together with all the terms and conditions as set forth in said attached agreement.

No further actions were taken on this date.

Dated: September \_\_, 2012.

\_\_\_\_\_  
Jester Castro:  
President, Director

\_\_\_\_\_  
Jane Doe  
Secretary, Director

\_\_\_\_\_  
John Doe  
Director

\_\_\_\_\_  
Guy Fawkes:  
Director

The above constituting the majority of directors of the corporation.

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**ADDENDUM B  
DOCUMENT RETENTION SCHEDULE**

The following table indicates the minimum requirements for retention of records and is provided as guidance in the corporation’s document retention policy. Because statutes of limitations and state and government agency requirements vary, the corporation should carefully consider its requirements and consult with legal counsel as needed. In addition, federal awards and other government grants may provide for a longer period than is required by other agencies.

This retention schedule conforms with the charitable laws of states which give the Attorney General an extended statute of limitations (10 years) within which to bring an action for breach of charitable trust.

Type of Document	Minimum Requirement
Accounts payable/receivable ledgers and schedules	10 years
Audit reports	Permanently
Bank statements	10 years
Cash books	10 years
Checks (canceled, with exception below)	10 years
Checks (canceled, for important payments and purchases, i.e. taxes, purchase of property, special contracts, etc. [checks should be filed with the papers pertaining to the underlying transaction])	Permanently
Contracts, mortgages, notes, and leases (after expiration)	10 years
Correspondence (general)	4 years
Correspondence (legal and important matters)	Permanently
Depreciation schedules	10 years
Donation records of endowment funds and of significant restricted funds	Permanently
Donation records, other	10 years
<i>Note: Donation records include a written agreement between the donor and the charity with regard to any contribution, an email communication or notes of or recordings of an oral discussion between the charity and the donor where the representative of the charity made representations to the donor with regard to the contribution on which the donor may have relied in making the gift.</i>	
Duplicate deposit slips	10 years
Employee personnel records (after termination)	7 years
Employment applications	3 years
Expense analyses/expense distribution schedules (includes allowance and reimbursement of employees, officers, etc., for travel and other expenses)	10 years
Financial statements (year-end)	Permanently
Insurance records, current accident reports, claims, policies, and so on (active and expired)	Permanently
Internal reports and audits	3 years



Type of Document	Minimum Requirement
Inventory records for products, materials, and supplies	10 years
Invoices (to customers or from vendors)	10 years
Minute books incl. Bylaws and Articles of Incorporation	Permanently
Payroll records and summaries including retirement and pension records	10 years
Purchase orders	3 years
Personnel files (terminated employees)	7 years
Sales records	10 years
Scrap and salvage records	10 years
Tax returns and worksheets, revenue reports, and other documents relating to determination of tax liability	Permanently
Timesheets	10 years
Volunteer records	3 years

**Resources**

- Model Document Retention Policy for Nonprofits, by Thomas Silk (<http://www.blueavocado.org/content/model-document-retention-policy-nonprofits>)
- Document Retention Policies – National Council of Nonprofits (<http://www.councilofnonprofits.org/document-retention-policies>)
- Sample Document Retention Policy- AICPA – Adapted from National Council of Nonprofits (<http://www.councilofnonprofits.org/sites/default/files/Sample%20Doct%20Retention%20Policy%20AICPA.docx>)
- Business Records Retention – Nevada Association of Employers ([http://www.nae-online.org/members/business\\_records\\_retention.pdf](http://www.nae-online.org/members/business_records_retention.pdf))
- Nevada State Retention Schedules – State Library and Archives ([http://nsla.nevadaculture.org/index.php?option=com\\_content&view=article&id=504&Itemid=430](http://nsla.nevadaculture.org/index.php?option=com_content&view=article&id=504&Itemid=430)) and (<http://nsla.nevadaculture.org/dmdocuments/generalschedules.pdf>)

**ADDENDUM C**  
**CONFLICT OF INTEREST AND**  
**COMPENSATION APPROVAL POLICY**

**ARTICLE I**  
**PURPOSE**

The purpose of the Reno Initiative for Shelter and Equality's ("RISE") conflict of interest policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

It is important for the corporation's directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and the staff of RISE has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or staff member to prefer the interests of the corporation to the director's/staff's interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

**ARTICLE II**  
**DEFINITIONS**

**2.1 Interested Person**

Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2.2 Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- B. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 (below), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **ARTICLE III PROCEDURES**

### **3.1 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **3.2 Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3.3 Procedures for Addressing the Conflict of Interest**

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof, which authorizes, approves or ratifies a contract or transaction.

### **3.4 Violations of the Conflicts of Interest Policy**

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE V COMPENSATION**

##### **5.1 Compensation Conflict**

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

##### **5.2 Compensation Approval Procedures**

When approving compensation for officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following articles of this policy as well as the preceding paragraphs of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- A. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- B. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board director or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. Has no material financial interest affected by the compensation arrangement; and
  5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- C. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
  2. The availability of similar services in the geographic area of this organization;
  3. Current compensation surveys compiled by independent firms;
  4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- D. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved;
  2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
  3. The comparability data obtained and relied upon and how the data was obtained;
  4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting,
6. Any actions taken with respect to determining if a board or committee member had a conflict of Interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

#### **ARTICLE VI ANNUAL STATEMENTS**

Each director, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. has received a copy of the Conflict of Interest and Compensation Approval Policy;
- B. has read and understands the policy;
- C. has agreed to comply with the policy; and
- D. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII ANNUAL REVIEW**

To ensure RISE operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted. The annual reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **ARTICLE VIII USE OF OUTSIDE EXPERTS**

When conducting the annual review as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF ADOPTION OF  
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICY**

I do hereby certify that the above stated Conflict of Interest and Compensation Approval Policy for the Reno Initiative for Shelter and Equality was approved and adopted by the board of directors on Saturday, December 8, 2012 and constitute a complete copy of the Conflict of Interest Policy and Compensation Approval Policy of the corporation.

Secretary



Date: 2/8/14